

BYLAWS
OF
(NAME OF CORPORATION)

ARTICLE I.

Offices

The principal office of the corporation in the *(State where cooperation will do business, i.e. Washington, DC)* will be located in the city of *(cite city, i.e. District of Columbia)*.

The corporation will have and continuously maintain a registered office, and a registered agent whose office is identical with the registered office. The registered office may be, but need not be, identical with the principal office, and the address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE II.

Board of Director Meetings

Section 1. Place of Meetings - All meetings of the Directors shall be held at such a place, either within or without the *(cite State, i.e. Washington, DC)*, as may be stated in the Notice of Meeting.

Section 2. Annual Meeting - The annual meeting of the Directors shall be held in (state month, i.e. December) of each year, with the specific to be selected by the Chairman. Other regular meetings may be held as required.

Section 3. Special Meetings - Special meetings of the Directors for any purpose or purposes may be called by the Chairman of the Board of Directors or by a majority of the Board of Directors.

Section 4. Notice of Meetings - Meetings of the Board of Directors may be held without written notice or if written notice is provided, it shall be given not less than 10 days before the date of the meeting.

Section 5. Waiver of Notice of Meeting - Meetings may be held without notice if all the Directors are present in person or by proxy, or if notice is waived in writing by those not present, either before or after the meeting.

Section 6. Quorum - A majority of the fixed number of Directors shall constitute a quorum for the transaction of any business. If a quorum is present, a majority vote of Directors is an act of the Board of Directors.

ARTICLE III.

Board of Directors

Section 1. General Powers - The affairs of the corporation will be managed by its Board of Directors. Directors need not be residents of the **(State of, i.e. Washington,DC)**.

Section 2. Number, Tenure and Qualifications - The number of Directors will be _____**(cite number)**. Each Director will hold office for _____**(cite number)** years.

Section 3. Regular Meetings - A regular annual meeting of the Board of Directors will be held without other notice than the bylaws. The Board of Directors may provide by resolution the time and place, either within or without the (city), for the holding of additional regular meetings of the board without other notice than such resolution.

Section 4. Special Meetings - Special Meetings of the Board of Directors may be called by or at the request of the President or any two Directors.

Section 5. Vacancies - Any vacancy occurring in the Board of Directors and any directorship to be filled by reason of an increase in the number of directors may be filled by the affirmative vote of a majority of the remaining directors, though less than a quorum of the Board of Directors. A Director elected to fill a vacancy will be elected for the unexpired term of his predecessor in office.

ARTICLE IV

Officers

Section 1. Officers - The officers of the corporation will be a President, a Secretary, a Treasurer and such other officers as may be elected in accordance with the provisions of this Article. Any two or more offices may be held by the same person, except the offices of President and Secretary.

Section 2. Election and Term of Office - The officers of the corporation will be elected annually by the Board of Directors at the regular annual meeting of the Board of Directors for a _____(**cite a number, i.e. two year**) year term.

Section 3. Removal - Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the corporation would be served thereby.

Section 4. Vacancies - A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 5. Duties - The officers of the corporation shall perform such duties as generally pertain to their offices and as provided by the laws of (State).

ARTICLE V

Committees

Section 1. Committees of Directors - The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate and appoint one or more committees, each of which shall consist of two or more Directors, which committees, to the extent provided in said resolution, shall have and exercise the authority of the Board of Directors in the management of the corporation.

ARTICLE VI

Fiscal Year

The fiscal year of the corporation shall begin on the first day of January and end on the last day of December in each year.

ARTICLE VII

Amendments to Bylaws

These foregoing bylaws may be altered, amended or repealed and new bylaws may be adopted by a majority of the Directors present at any regular meeting or at any special meeting.

ARTICLE VIII

Internal Revenue Code Requirements

As a publicly supported corporation organized and operated exclusively for charitable purposes as defined in Section 501(c)(3) of the Internal Revenue Code, the following restrictions and conditions are mandatory:

- (1) No part of the net earnings shall inure to the benefit of private persons, except that the corporation shall be authorized to pay reasonable compensation.
- (2) No substantial part of its activities shall consist of attempts to influence legislation by propaganda or otherwise, and the corporation shall not participate in or intervene in any political campaign on behalf of any candidate for public office.
- (3) Upon dissolution, the remaining assets of the corporation shall be disposed of exclusively to organizations qualified under Section 501(c)(3) of the Internal Revenue Code.